



LEADER ENVIRONMENTAL TECHNOLOGIES LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 200611799H

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Leader Environmental Technologies Limited (the "Company") will be held at Canning Room, Level 2, Grand Park City Hall, 10 Coleman Street, Singapore 179809, on Monday, 29 April 2013 at 3.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2012 together with the reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors who retire in accordance with Article 104 of the Company's Articles of Association, and who, being eligible, offer themselves for re-election:
 - (a) Mr Lin Baiyin **(Resolution 2)**
 - (b) Ms Zhai Guihua **(Resolution 3)****(See Explanatory Note (i))**
3. To approve the payment of S\$116,400 (2012:S\$108,200) as directors' fees to the Independent Non-Executive Directors for the financial year ending 31 December 2013 and to pay the directors' fees in arrears on a quarterly basis over the financial year 2013. **(Resolution 4)**
4. To re-appoint Messrs Foo Kon Tan Grant Thornton LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolutions:

5. **Authority to allot and issue shares** **(Resolution 6)**

Pursuant to section 161 of the Companies Act, that authority be and is hereby given to the Directors to:

- (a) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST") for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares in the capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note (ii))

6. **AUTHORITY TO GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER LEADER ENVIRONMENTAL EMPLOYEE SHARE OPTION SCHEME** **(Resolution 7)**

Pursuant to section 161 of the Companies Act (Chapter 50), that authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Leader Environmental Employee Share Option Scheme ("ESOS") and to allot and issue from time to time such number of Shares in the Company as may be required to be allotted and issued pursuant to the exercise of the options under the ESOS, provided always that the aggregate number of Shares to be issued pursuant to the ESOS and PSS (as defined hereunder) of the Company shall not exceed fifteen per cent. (15%) of the issued share capital of the Company excluding the treasury shares at any time and from time to time.

(See Explanatory Note (iii))

7. **AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE LEADER ENVIRONMENTAL PERFORMANCE SHARE SCHEME** **(Resolution 8)**

Pursuant to section 161 of the Companies Act (Chapter 50), that authority be and is hereby given to the Directors to grant awards in accordance with the provisions of the Leader Environmental Performance Share Scheme ("PSS") and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the terms and conditions under the PSS, provided always that the aggregate number of shares to be issued pursuant to the PSS and ESOS of the Company shall not exceed fifteen per cent. (15%) of the issued share capital of the Company excluding the treasury shares at any time and from time to time.

(see Explanatory Note (iv))

8. To transact any other business that may be transacted at the Annual General Meeting.

By Order of the Board

Chia Foon Yeow
Company Secretary
12 April 2013

Note:-

- (i) A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
- (ii) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at the office of the Share Registrar, M&C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the above Meeting.

EXPLANATORY NOTES:

- (i) Mr Lin Baiyin will, upon re-election as Director of the Company, remain as the Executive Chairman of the Company.
Ms Zhai Guihua will, upon re-election as Director of the Company, remain as the Chairman of Nominating Committee, a member of Audit Committee and Remuneration Committee. The Board considers Ms Zhai Guihua to be independent for the purpose of Rule 704(8) of SGX listing manual.
- (ii) Resolution 6 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50 per cent. (50%) of the total number of issued shares excluding treasury shares in the capital of the Company, of which up to twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) may be issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares excluding treasury shares in the capital of the Company at the time that Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (iii) Resolution 7, if passed, will empower the Directors to grant options in accordance with the provisions of the ESOS and to allot and issue Shares thereunder up to an aggregate amount together with PSS not exceeding fifteen per cent. (15%) of the issued share capital of the Company excluding treasury shares at any time and from time to time.
- (iv) Resolution 8, if passed, will empower the Directors to grant award of shares in accordance with rules of the PSS, as the case may be, and to allot and issue Shares thereunder up to an aggregate amount together with ESOS not exceeding fifteen per cent. (15%) of the issued share capital of the Company excluding treasury shares at any time and from time to time.